

EXHIBIT A

Motors Liquidation Company Avoidance Action Trust
Wilmington Trust Company, Trustee
1100 N. Market Street
Wilmington, DE 19890

July 15, 2016

River Birch Master Fund, LP
Grace Building
1114 Avenue of the Americas, 41st Floor
New York, NY 10036
Attn: James P. Seery, Jr.

U.S. Bank National Association
214 N. Tryon Street, 27th Floor
Charlotte, NC 28202
Attention: James A. Hanley

Re: Termination of Funding Agreement

Gentlemen:

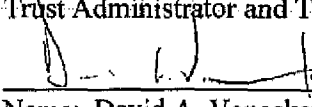
Reference is made to that certain Funding Agreement, dated as of May 19, 2016 (the "Funding Agreement"), among Motors Liquidation Company Avoidance Action Trust (the "Trust"), the Investors party thereto from time to time (the "Investors"), and U.S. Bank National Association, as Administrative Agent and Collateral Agent (the "Agent"). The purpose of this letter is to provide notice to the Investors and the Agent of (i) the occurrence of a Permitted Alternative Funding Event (as defined in the Funding Agreement) and (ii) the Trust's exercise of the right to terminate the Funding Agreement pursuant to Section 8.1(c) of the Funding Agreement. Pursuant to Section 8.1(c)(i) of the Funding Agreement, the Funding Agreement is hereby terminated and shall be of no further force and effect, with the exception that the Trust shall remain obligated to pay the Closing Expense Payment (as defined in the Funding Agreement) in accordance with the terms of the Funding Agreement.

Sincerely,

**MOTORS LIQUIDATION COMPANY
AVOIDANCE ACTION TRUST**

By: Wilmington Trust Company,
acting solely in its capacity as
Trust Administrator and Trustee

By:


Name: David A. Vanaskey Jr.
Title: Vice President

cc: Arthur J. Gonzalez, Esq.
Eric B. Fisher, Esq.